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*Attorneys for Intervenor Exxon Mobil Corporation, as indemnitor,  
and Third-Party Defendant Ancon Insurance Company*

HOME INSURANCE COMPANY,

Plaintiff,

vs.

CORNELL-DUBILIER ELECTRONICS,  
INC., et al,

Defendants.

SUPERIOR COURT OF NEW JERSEY  
LAW DIVISION: MERCER COUNTY

Civil Action

Docket No. MER-L-5192-96

**CERTIFICATION OF JOHN M. TORIELLO IN SUPPORT  
OF EXXON MOBIL CORPORATION'S MOTION FOR SUMMARY JUDGMENT  
AGAINST THE LONDON MARKET INSURERS ON INDEMNITY  
WITH RESPECT TO THE EXXON POLICIES**

I, JOHN M. TORIELLO, of full age, hereby certify as follows:

1. I am a member of the New Jersey bar and a partner at the law firm of Holland & Knight, which represents Defendant/Intervenor Exxon Mobil Corporation ("Exxon"), as Indemnitor, in connection with the above-captioned action.

2. I make this Certification on the basis of personal knowledge unless otherwise indicated. I also make this Certification in support of Exxon's Motion for Summary Judgment Against the London Market Insurers on Indemnity with Respect to the Exxon Policies.

3. Annexed hereto as Exhibit C is a true and accurate copy of *Exhibit 3* to the Certification of George L. Maniatis in Support of Exxon's Opposition to Cornell-Dubilier Electronics, Inc.'s ("CDE's") Motion for Summary Judgment Against the London Market Insurers with Respect to the Exxon Policies, dated July 28, 2010 ("Maniatis Certification"), which was identified in that certification as a true and accurate copy of the notice CDE gave to the London Market Insurers (the "LMI"), dated March 27, 1992.

4. Annexed hereto as Exhibit D is a true and accurate copy of *Exhibit 1* to the Maniatis Certification, which was identified in that certification as a true and accurate copy of Home Insurance Company's ("Home's") Amended Complaint, dated January 22, 1997.

5. Annexed hereto as Exhibit E is a true and accurate copy of CDE's Answer, Separate Defenses, Counterclaims, Crossclaims, and Jury Demand, dated October 20, 1998 ("CDE's Crossclaim"), responding to Home's Amended Complaint and obtained by my office from Allen Sattler of Mendes & Mount, LLP. .

6. Annexed hereto as Exhibit F is a true and accurate copy of *Exhibit 2* to the Maniatis Certification, which was identified in that certification as a true and accurate copy of CDE's Second Amended Answer, Separate Defenses, Counterclaims, Crossclaims, and Jury Demand, dated November 1, 2002 ("CDE's Amended Crossclaim").

7. In both CDE's Crossclaim and Amended Crossclaim, CDE sought, among other things, a declaration that the LMI's policies covered CDE's environmental liability at specified sites, including South Plainfield.

8. Annexed hereto as Exhibit G is a true and accurate copy of *Exhibit 18* to the Maniatis Certification, which was identified in that certification as a true and accurate copy of the LMI's Answer to CDE's Amended Crossclaim, dated December 2, 2002 ("LMI's Answer").

9. The LMI failed to assert their right to arbitrate CDE's claims in their Answer and Amended Answer to CDE's Crossclaims and Amended Crossclaims, respectively.

10. Annexed hereto as Exhibit H is a true and accurate copy of an Order and Opinion filed on June 23, 2009 by the Honorable Andrew J. Smithson, J.S.C. in the instant action.

11. Annexed hereto as Exhibit I is a true and accurate copy of the letter dated May 11, 2010 from Holland & Knight LLP on behalf of Exxon to Mendes & Mount, LLP Re: Exxon-London Insurer Settlement Agreement CDE Claims.

12. Annexed hereto as Exhibit J is a true and accurate copy of the letter dated June 21, 2010 from Holland & Knight LLP on behalf of Exxon to George L. Maniatis and Mary Ann D'Amato of Mendes & Mount, LLP Re: Exxon-London Insurer Settlement Agreement CDE and FPE Reliance Claims.

13. As explained in the May 11, 2010 and June 21, 2010 letters from Exxon's counsel to the LMI's counsel, Exxon's agreement to defend under a reservation of rights did not waive its right to dispute its obligation to indemnify the LMI. .

14. Annexed hereto as Exhibit K is a true and accurate copy of the Transcript of Case Management Conference, dated September 10, 2010, before Honorable Douglas H. Hurd, J.S.C. in the instant action.

15. Annexed hereto as Exhibit L is a true and accurate copy of an Order on Motion, dated December 9, 2010, from the Superior Court of New Jersey Appellate Division, denying Exxon's Motion for Leave to Appeal filed on September 30, 2010 in the instant action.

16. Exhibit G to the Certification of Robert Sanoff submitted in support of CDE's Motion for Summary Judgment Against the London Market Insurers with respect to the Exxon Policies, dated June 15, 2010 ("Sanoff Certification") attached a series of copies of policies that were described as the excess insurance policies issued by certain of the LMI and others from January 1, 1979 through December 31, 1983, to "Exxon Corporation and its Affiliated Company" and/or reinsurance to Exxon's captive insurer, Ancon Insurance Company ("Ancon"). Because Exhibit G to the Sanoff Certification is extremely voluminous, I attach as Exhibit M a sample 1980 Exxon Policy, which was one of the excess policies issued by LMI to Exxon ("Exxon London Policies") and originally included in the Sanoff Certification Exhibit G. Based on a review of the policies contained in Exhibit G performed by an attorney at my office, this 1980 Exxon Policy, attached as Exhibit M to this Declaration, contains a mandatory arbitration provision that, in material respects, is also contained in the other Exxon London Policies implicated in CDE's claims against the LMI for coverage when CDE was an Exxon affiliate.

17. In opposition to CDE's motion for summary judgment against the LMI with respect to the Exxon London Policies, Exxon submitted extensive evidence attesting to the circumstances surrounding the issuance of these policies. CDE's insurance matters were handled by Ron Stolle, who provided testimony through certification that the parties intended for CDE to be covered only by the Ancon policy, not the Exxon London Policies ("Stolle Certification"). Tom Chasser, Ancon's representative, and Peter Wilson, the lead underwriter for the LMI, both provided similar testimony in their individual certifications (the "Chasser Certification" and the "Wilson Certification", respectively). In other words, both the insurers and the insured agreed

that the Exxon London Policies were never intended to provide direct coverage to CDE. These affiants also explained that the Exxon London Policies were issued in conjunction with Exxon's worldwide insurance program and were intended to act only as reinsurance for Ancon, Exxon's captive insurer, when Ancon issued a direct policy to Exxon or one of its affiliates. The Ancon policy, not the Exxon London Policies, was intended to operate as direct insurance for Exxon affiliates like CDE.

18. Annexed hereto as Exhibit N is a true and accurate copy of the Stolle Certification. Annexed hereto as Exhibit O is a true and accurate copy of the Chasser Certification, dated July 28, 2010.

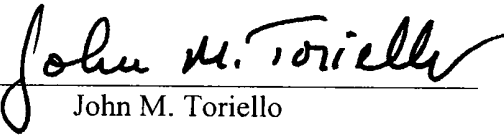
19. Annexed hereto as Exhibit P is a true and accurate copy of the Wilson Certification, dated July 23, 2010..

20. Exxon's opposition papers also made plain that CDE did not pay any premiums for the Exxon London Policies, did not intend to be covered by those policies, and in fact, did not even know of their existence. CDE has not asserted a claim against the Ancon policy.

21. In connection with its claim seeking a declaratory judgment as to coverage under certain insurance policies in connection with various environmental claims involving CDE and FPE, Home named 29 insurers as defendants in this action, plus a reservation for additional unidentified insurers. See Exhibit D, ¶ 34. Several insurers settled these claims even before CDE answered the Amended Complaint. See Exhibit E hereto, at ¶ 3 of CDE's Crossclaims. On information and belief, the remaining insurers/defendants, including Home, also settled with CDE, except for the LMI, Allstate Insurance Company, sole as successor in interest to Northbrook Excess and Surplus Insurance Company, formerly Northbrook Insurance Company, CNA (comprised of Columbia Casualty Company and Continental Casualty Company), and United Insurance Co.

I certify that the foregoing statements made by me are true. I am aware that, if any of those statements are willfully false, I am subject to punishment.

Dated: March 1, 2011

  
John M. Toriello